

EXHIBIT D

Videotaped Deposition of Tammy Kuhar

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION
CASE NO. 23-645

IN RE: DEPOSITION UPON
ORAL EXAMINATION
OF
PROFESSIONAL FEE MATTERS JONATHAN LIPSON
CONCERNING THE JACKSON
WALKER LAW FIRM

THIS TRANSCRIPT AND ITS EXHIBITS
CONTAIN INFORMATION SUBJECT TO A PROTECTIVE ORDER
AND SHALL BE TREATED AND USED ONLY IN ACCORDANCE
THEREWITH.

T R A N S C R I P T of testimony
taken stenographically by and before STEPHANIE
LYN RAHN, License No. 975352, a Registered
Professional Reporter and Notary Public of the
State of New Jersey, at Office of the United
States Trustee, 900 Market Street, Suite 320,
Philadelphia, Pennsylvania on Wednesday, November
13, 2024 commencing at 10:37 in the forenoon.

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1 a former student of mine under the name of
2 Lawyering for Entrepreneurship.

3 Q And did you ever teach
4 professional responsibility or lawyers ethics as
5 a professor at the University of Baltimore?

6 MR. CHARBONEAU: Objection,
7 form.

8 A As a stand alone course, no, but
9 ethics is taught in every course I teach.

10 Q So was it part of your
11 curriculum?

12 A Yes, in the commercial
13 transactions course, part of one of the problems
14 involves tension between the attorney and client,
15 one of the attorneys and one of the clients and
16 issues involving problems of dual representation
17 and disclosure.

18 Q And just so I am clear because
19 there was an objection, am I accurate in saying
20 so you have never taught professional
21 responsibility at the University of Baltimore
22 when you were there?

23 A Correct, as a stand alone
24 course, I did not.

25 Q Did you publish while you were

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1 at the University of Baltimore?

2 A I did, I published, goodness,
3 three or four larger papers and several smaller
4 shorter papers.

5 Q In what area of legal focus were
6 those papers on?

7 A My early papers, they are
8 focused on fraudulent transfer law and
9 bankruptcy; my later papers, they're focused on
10 article nine of the Uniform Commercial Code.

11 Q Did any of them involve focus on
12 the ABA Model Rules of Ethics?

13 A They did not.

14 Q Did any of them involve the
15 focus on the Texas Rules of Disciplinary
16 Procedure?

17 A They did not.

18 Q Where did you go after the
19 University of Baltimore?

20 A In 2004 I was recruited to teach
21 at Temple Law School in Philadelphia.

22 Q And how long were you at Temple
23 after 2004?

24 A I have been at Temple on and off
25 since 2004.

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1 Q And what were you recruited to
2 teach?

3 A I was recruited to teach
4 Lawyering for Entrepreneurship which at the time
5 had a slightly different name, I was recruited to
6 teach payments systems, articles three and four
7 of the Uniform Commercial Code, and article nine
8 of the Uniform Commercial Code, secure
9 transactions.

10 Q While you have been at Temple,
11 have you ever taught professional
12 responsibilities as a course?

13 A As a stand alone course, no.

14 Q Okay. You are making a
15 distinction of a stand alone course. So have you
16 included it in some form or fashion in your other
17 courses?

18 A Yes, I believe there is a view
19 amongst some scholars that ethics and
20 professional responsibility should be taught
21 throughout the curriculum and I am supportive of
22 that view, and so certainly every course I teach
23 currently will involve some moment to focus on
24 ethical issues that might arise.

25 Q And does any of that focus

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1 involve the Texas Rules of Disciplinary

2 Procedure?

3 A Not to my knowledge, no.

4 Q Do they involve the ABA Model
5 Rules?

6 A Yes.

7 Q They do. In particular, what
8 rules are you focused on?

9 A The rules involving conflicts of
10 interest and disclosure usually, so I can't
11 remember the numbers exactly but the duty that a
12 client has to -- that a lawyer has to inform a
13 client about actual or potential conflicts, the
14 duty to inform a client of their opportunity to
15 seek other counsel, to perhaps decide to waive
16 that conflict, duties of candor to courts and to
17 third-parties, I believe it's 4.1, I believe,
18 maybe.

19 Those are the sorts of things
20 that we address in most of the classes that I
21 teach at some point not throughout the whole
22 course.

23 Q Okay. And I'll come back to it,
24 but I think maybe this would be a good point
25 for us to pull up some of your CV so we can look

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1 UCLA Law Review 1189 (2003).

2 Q I'll go back for a second while
3 we have your Baltimore publications if we could,
4 which is just for purposes of the record, the
5 publications that appear above casebooks up
6 through Directors' Duties to Creditors. Which if
7 any of these focus on the rules of professional
8 conduct, the Texas Disciplinary Rules of
9 Professional Conduct if any?

10 MR. CHARBONEAU: Objection to
11 form.

12 A Sorry, can you clarify the
13 question.

14 Q Do any of these involve
15 examination, consideration or study of the rules,
16 Texas Rules of Disciplinary Conduct?

17 MR. CHARBONEAU: Objection,
18 form.

19 A They do not. They do not.

20 Q Do any of them involve focus,
21 examination or study on the ABA Model Ethical
22 Rules?

23 MR. CHARBONEAU: Objection,
24 form.

25 A I don't think so with one

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1 Securitization, a Sur-Reply to Professor Schwarz
2 85 7 Southern California Law Review, 1301 (2012)
3 were all written while I was at the University of
4 Wisconsin.

5 The two following papers, Stern
6 Serious, the Article I Judicial Power, Fraudulent
7 Transfers and Leveraged Buyouts, as well as from
8 a Whisper to a Scream, The Supreme Court Does
9 Little to Fix its Supreme Court Mess 2014
10 Wisconsin L Rev Online 1, both of those were
11 started when I was at the University of Wisconsin
12 but as I am sure you understand, academic
13 articles take time and so I continued to work on
14 those while I was back at Temple and I was back
15 at Temple when they appeared.

16 Q In the range of articles that
17 you mentioned here, did any of them focus on the
18 ABA Model Rules of Professional Conduct?

19 A Again, you are using the word
20 focus --

21 Q Largely center on?

22 A No.

23 Q Did any of them focus on the
24 Texas Disciplinary Rules of Professional Conduct?

25 A No.

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1 A I don't believe any discuss
2 those rules.

3 Q And do any discuss the Texas
4 Disciplinary Rules of Procedural Conduct?

5 A No, I don't believe so.

6 Q Okay. Your recent professional
7 and community activity section, could you review
8 this, is this list complete and accurate? And in
9 particular if this helps, I am interested in
10 your, is it complete and accurate as to your
11 involvement in legal or law related
12 organizations?

13 A I would say it is definitely
14 accurate, it is substantially complete, it is
15 possible that I left one or too small things off.

16 Q Well, let me ask you this, have
17 you ever served on a section involving a law or
18 legal organization that involves consideration of
19 ethical rules governing lawyers?

20 MR. CHARBONEAU: Objection to
21 form.

22 A Tell me what the word involve
23 means?

24 Q Sure, serving on a committee,
25 for example, an advisory committee for ethical

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1 rules.

2 A The -- I am active in the
3 business law section of the American Bar
4 Association and they do not have a designated
5 ethics committee. When I was the chair of the
6 business law education committee, we put on a
7 program involving ethics in transactional
8 practice.

9 But other than that, no, I have
10 not sat on a formal committee involving ethics.

11 Q Okay. And have you ever served
12 in any capacity of drafting or editing an ethics
13 textbook?

14 A No.

15 Q Okay. Could we flip the page
16 and go to your significant expert engagements.
17 Could we start within In Re: Enron Corp, and you
18 were a consulting expert to the official
19 committee of unsecured creditors. Could you
20 broadly describe what your work entailed, what
21 sort of expert opinions were you offering?

22 A Sure. In Enron, I was retained
23 as an expert by the official committee of
24 unsecured creditors on questions really involving
25 the role of the lawyers at Enron prior to

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CERTIFICATE OF OFFICER

I CERTIFY that the foregoing is a true and accurate transcript of the testimony and proceedings as reported stenographically by me at the time, place and on the date as hereinbefore set forth.

I DO FURTHER CERTIFY that I am neither a relative nor employee nor attorney nor counsel of any of the parties to this action, and that I am neither a relative nor employee of such attorney or counsel, and that I am not financially interested in the action.

Stephanie Lyn Rahn

STEPHANIE LYN RAHN
License No. 975352
Notary Public of the
State of New Jersey
My Commission Expires
April 18, 2027